



1425 Corporate Center Drive Sun Prairie, WI 53590-9109 608.834.4500 [wppienergy.org](http://wppienergy.org)

May 11, 2022

## NOTICE OF PUBLIC MEETING

Chair Jim Stawicki has called for a meeting of the Board of Directors of WPPI Energy as follows:

**Board of Directors Meeting**  
**Thursday, May 19, 2022**  
**Meeting starts at 8:30 a.m.**

WPPI Energy Office and Operations Facility  
1425 Corporate Center Drive  
Sun Prairie, Wisconsin

### **AGENDA**

- I. Call to Order, Roll Call and Chairman's Remarks
- II. Approval of the Minutes of the Board of Directors meeting held on December 16, 2021 in Sun Prairie, Wisconsin **(Action)**
- III. Action to approve and adopt the WPPI Energy Seventeenth Supplemental Power Supply System Revenue Bond Resolution ("Seventeenth Supplemental Resolution") **(Action)**
- IV. Action to approve and adopt Resolutions taking all other actions necessary or desirable in connection with issuance by WPPI of the 2023 A Bonds and the defeasance on the date of issuance of the 2023 A Bonds of certain maturities of the 2013 A Bonds, which 2013 A Bonds will be paid at their maturity or redeemed, as the case may be, on July 1, 2023, including, but not limited to, the following: **(Action)**
  - a. Approve and authorize the execution and delivery of the Forward Delivery Bond Purchase and Continuing Covenants Agreement ("Bond Purchase Agreement") among WPPI, DNA Asset Trust, a Delaware business trust and wholly-owned subsidiary of JPMorgan Chase Bank, N.A., and JPMorgan Chase Bank, N.A., and delegate power to certain officers of WPPI to make changes in the Bond Purchase Agreement as are necessary or desirable;
  - b. Approve and authorize the execution and delivery of the Escrow Deposit Agreement between WPPI and The Bank of New York Mellon Trust Company, N.A. (the "Trustee") and delegate power to certain officers of WPPI to make changes in the Escrow Deposit Agreement as are necessary or desirable;

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- c. Approve and authorize the deposit into an Escrow Account to be established pursuant to the terms of the Escrow Deposit Agreement a portion of the proceeds of the 2023 A Bonds and certain other moneys described in the Seventeenth Supplemental Resolution;
  - d. Delegate power to certain officers of WPPI to execute certain certificates and make certain determinations specified in the Seventeenth Supplemental Resolution;
  - e. Delegate power to certain officers of WPPI to give the Trustee direction as required by Section 402 of the Amended and Restated Power Supply System Revenue Bond Resolution adopted by the Board of Directors of WPPI on March 20, 2003 (as supplemented and amended from time to time, the "Resolution") to redeem certain maturities of the 2013 A Bonds and to send notice of redemption to all applicable registered holders as required by Section 405 of the Resolution;
  - f. Delegate power to certain officers of WPPI to transfer certain funds within certain accounts held by the Trustee to provide for the payment of a portion of principal of and interest on or redemption price of, as applicable, certain maturities of the 2013 A Bonds;
  - g. Delegate power to certain officers of WPPI to direct the Trustee to use certain available funds of WPPI to provide for the payment of a portion of principal of and interest on or redemption price of, as applicable, certain maturities of the 2013 A Bonds; and
  - h. Authorize certain officers of WPPI to take all such further and other actions and to execute all such further and other documents as are necessary or reasonably required on the part of WPPI to carry out, give effect to and consummate the transactions contemplated by the Resolution, the Seventeenth Supplemental Resolution, the Bond Purchase Agreement, and the Escrow Deposit Agreement.
- V. Approval to Apply Regulatory Accounting for 2023 A Bond Issuance Costs **(Action)**
- VI. Executive Committee Nominations, Nominee Introductions and Comments
- VII. Election of Executive Committee Member **(Action)**
- VIII. Financial Report
- a. Financial Update
- IX. Services and Business Strategy Report
- X. Business Technology Solutions Report
- a. Advanced Metering Update

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- XI. Power Supply Report
- XII. Legal and Government Relations Report
- XIII. Member Comments and Questions

**For the Board of Directors, attached are:**

1. Proposed Minutes of the December 16, 2021 Board of Directors Meeting  
**(AGENDA ITEM II)**
2. Seventeenth Supplemental Power Supply System Revenue Bond Resolution  
**(AGENDA ITEM III)**
3. Resolutions taking all other actions necessary or desirable in connection with issuance by WPPI of the 2023 A Bonds and the defeasance and redemption of certain maturities of the 2013 A Bonds  
**(AGENDA ITEM IV)**
4. Materials Relating to the Application of Regulatory Accounting for 2023 A Bond Issuance Costs  
**(AGENDA ITEM V)**
5. Nominations for Executive Committee  
**(AGENDA ITEM VI)**

**NOTES:**

1. The Board of Directors may take action on various matters related to each of the agenda items.
2. Agenda Item XIII is intended to provide WPPI's membership an opportunity to make comments and ask questions of the board and staff. During this period, the board and staff may discuss any matter raised by a member. If a member raises a subject that does not appear elsewhere on this meeting agenda, discussion may be limited, and where appropriate, deferred to a subsequent meeting for which more specific notice can be given. The board may not take formal action on a subject raised in the member comment and question session, unless that subject is also identified on this meeting agenda.

cc: Wisconsin State Journal